

CRA INTERNATIONAL, INC.

Form 4

November 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maleh Paul A

2. Issuer Name **and** Ticker or Trading
Symbol
CRA INTERNATIONAL, INC.
[CRAI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CLARENDON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

BOSTON, MA 02116

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/19/2016		M	3,243 A \$ 0	108,245	D	
Common Stock	11/19/2016		F	1,526 D \$ 31.57	106,719	D	
Common Stock	11/19/2016		M	3,200 A \$ 0	109,919	D	
Common Stock	11/19/2016		F	1,506 D \$ 31.57	108,413	D	
Common Stock	11/20/2016		M	1,875 A \$ 0	110,288	D	

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Common Stock 11/20/2016 F 883 D \$ 31.57 109,405 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	11/19/2016		M	3,243	<u>(2)</u>	<u>(2)</u>	Common Stock	3,243
Restricted Stock Units	<u>(1)</u>	11/19/2016		M	3,200	<u>(2)</u>	<u>(2)</u>	Common Stock	3,200
Restricted Stock Units	<u>(1)</u>	11/20/2016		M	1,875	<u>(3)</u>	<u>(3)</u>	Common Stock	1,875
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010 <u>(4)</u>	11/08/2017	Common Stock	19,000
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011 <u>(4)</u>	11/14/2018	Common Stock	19,000
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013 <u>(4)</u>	11/19/2020	Common Stock	25,000
Nonqualified Stock Option (right to buy)	\$ 30.97					11/20/2014 <u>(4)</u>	11/20/2021	Common Stock	15,000
Nonqualified Stock Option (right to buy)	\$ 21.52					11/12/2015 <u>(4)</u>	11/12/2022	Common Stock	26,000
Restricted Stock Units	<u>(1)</u>					(5)	(5)	Common Stock	9,000

Stock Units					Stock	
Nonqualified						
Stock Option	\$ 30.96		11/14/2016 ⁽⁴⁾	11/14/2023	Common Stock	20
(right to buy)						
Restricted						
Stock Units	<u>(1)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maleh Paul A 200 CLARENDON STREET BOSTON, MA 02116	X		President and CEO	

Signatures

Delia J. Makhoul, by power of attorney
11/22/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock; vested RSUs are payable in the form of cash, shares of the Issuer's common stock or a combination thereof, except as otherwise indicated below. To the extent vested RSUs are paid in shares of the Issuer's common stock, such shares will be delivered to the reporting person as soon as

- (1) possible after vesting, but in no event later than two and one-half months after the end of the year in which vesting occurs, subject to the collection of withholding taxes. Dividend equivalent rights accrue with respect to unvested RSUs in the form of additional RSUs ("Dividend Units") when and as dividends are paid on the Issuer's common stock, and Dividend Units vest on the same dates and in the same relative proportions as the RSUs on which they accrue.
- (2) The remaining RSUs vest on November 19, 2017.
- (3) The remaining RSUs vest in two equal annual installments beginning on November 20, 2017.
- (4) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (5) The RSUs vest in three equal annual installments beginning on November 12, 2017.
- (6) The RSUs vest in four equal annual installments beginning on November 14, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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